



THOMAS L. GARTHWAITE, M.D.  
Director and Chief Medical Officer

FRED LEAF  
Chief Operating Officer

COUNTY OF LOS ANGELES  
DEPARTMENT OF HEALTH SERVICES  
313 N. Figueroa, Los Angeles, CA 90012  
(213) 240-8101

BOARD OF SUPERVISORS

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First District

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February 19, 2004

The Honorable Board of Supervisors  
County of Los Angeles  
383 Kenneth Hahn Hall of Administration  
500 West Temple Street  
Los Angeles, California 90012

Dear Supervisors:

**APPROVAL OF DELEGATION OF DUTIES AND ASSIGNMENT OF RIGHTS OF  
ADVANCED TECHNOLOGY LABORATORIES, INC. TO PHILIPS ULTRASOUND,  
INC. (All Districts) (3 Votes)**

**IT IS RECOMMENDED THAT YOUR BOARD:**

Approve and instruct the Director of Health Services, or his designee, to sign an approval of delegation of duties and assignment of rights of Agreement No. H-210679 substantially similar to Exhibit I from Advanced Technology Laboratories, Inc. to Philips Ultrasound, Inc., for the provision of maintenance and repair services of imaging equipment at Department of Health Services facilities, effective upon date of Board approval.

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION:

The purpose of this action is to request approval of the delegation of duties and assignment of rights from Advanced Technology Laboratories, Inc. (ATL) to Philips Ultrasound, Inc.

FISCAL IMPACT/FINANCING:

There is no net County cost associated with this action.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS:

On June 29, 1999, the County entered into an agreement with ATL for the provision of maintenance and repair services of imaging equipment at various Department of Health Services' (DHS) facilities.

On October 2, 2001, the Board approved Amendment No. 1 allowing ATL the unexclusive right to provide maintenance and repair services for imaging equipment at various DHS facilities.

The Honorable Board of Supervisors  
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FACTS AND PROVISIONS/LEGAL REQUIREMENTS: (cont'd)

On May 6, 2002, ATL was acquired by Philips Electronic North America Corporation and subsequently filed a Certificate of Amendment with the Secretary of State in the State of Washington changing its name to Philips Ultrasound, Inc. (Philips).

Under the assignment provisions of this agreement, the County's consent, i.e., approval by the Board of Supervisors, is required when a transfer of the ownership is effected in such a way as to give majority control of the contractor to another legal entity subsequent to the initial execution of the agreement.

The County has reviewed the Certificate of Amendment and other background material and consents to the delegation of duties and assignment of rights from ATL to Philips. Any amounts due under Agreement No. H-210679 from County for contractor services which have not been paid shall be paid to Philips.

Attachment A provides additional information.

The delegation of duties and assignment of rights (Exhibit I) has been approved as to form by County Counsel.

CONTRACTING PROCESS:

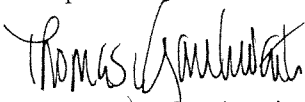
Not applicable.

IMPACT ON CURRENT SERVICES (OR PROJECTS):

Approval of the delegation of duties and assignment of rights from ATL to Philips will continue the provision of maintenance and repair services of imaging equipment at various DHS facilities.

When approved, this Department requires three copies of the Board's action.

Respectfully submitted,



Thomas L. Garthwaite, M.D.  
Director and Chief Medical Officer

TLG:amb

Attachment (1)

c: Chief Administrative Officer  
County Counsel  
Executive Officer, Board of Supervisors

BLATL.wpd

**SUMMARY OF DELEGATION OF DUTIES AND ASSIGNMENT OF RIGHTS**

1. TYPE OF SERVICE:

Maintenance and repair services of imaging equipment at various Department of Health Services' facilities.

2. AGENCY ADDRESSES AND CONTACT PERSONS:

DELEGATION OF DUTIES AND ASSIGNMENT OF RIGHTS TRANSFER

FROM:

Advanced Technology Laboratories, Inc.  
22100 Bothell Everett Highway  
Bothell, WA 98021-8431  
Attention: Maggie Flores  
Manager, Contract Administration  
(425) 487-7225

TO:

Philips Ultrasound, Inc.  
22100 Bothell Everett Highway  
Bothell, WA 98021-8431  
Attention: Maggie Flores  
Manager, Contract Administration  
(425) 487-7225

3. TERM:

The delegation of duties and assignment of rights is effective upon the date of Board approval.

4. FINANCIAL INFORMATION:

There is no net County cost associated with this action.

5. APPROVALS:

Harbor/UCLA Medical Center:	Tecla Mickoseff, CEO
Martin Luther King, Jr./Drew Medical Center:	David Runke, Acting CEO
LAC+USC Medical Center:	Pete Delgado, CEO
Olive View/UCLA Medical Center:	Melinda Anderson, CEO
Rancho Los Amigos National Rehabilitation Center:	Valerie Orange, Acting CEO
Contracts and Grants Division:	Diana Sayler, Interim Chief
County Counsel:	Irene Riley, Senior Associate

EXHIBIT I

Contract No. H-210679

**APPROVAL OF DELEGATION OF DUTIES AND ASSIGNMENT AGREEMENT**

THIS APPROVAL OF ASSIGNMENT is made and entered into this \_\_\_\_\_ day  
of \_\_\_\_\_, 2004,

by and between

COUNTY OF LOS ANGELES (hereafter  
"County"),

and

ADVANCED TECHNOLOGY  
LABORATORIES, INC. (hereafter "ATL")

and

PHILIPS ULTRASOUND, INC.  
(hereafter "Philips"),

WHEREAS, on June 29, 1999, County and ATL entered an Equipment Maintenance and Repair Services Agreement, subsequently amended on October 2, 2001, allowing ATL the unexclusive right to provide routine preventative maintenance and as-needed repair services for certain equipment at County's medical facilities (hereafter referred to as "Agreement"); and

WHEREAS, ATL was acquired by Philips Electronic North America Corporation and subsequently filed a Certificate of Amendment with the Secretary of State in the State of Washington on May 6, 2002, changing its name to Philips Ultrasound, Inc.; and

WHEREAS, ATL has now merged with Philips and Philips accepts the delegation and assignment of all rights, duties and obligations under the Agreement from May 6, 2002; and

WHEREAS, Philips has asked County to consent to the delegation of duties and assignment of rights under said Agreement; and

WHEREAS, under the terms of the Agreement, a formal assignment and delegation of Agreement must be approved by County; and

WHEREAS, County has reviewed the Certificate of Amendment issued by the Secretary of State of the State of Washington and other background material; and

WHEREAS, County is familiar with Philips Electronic North America Corporation as a provider of equipment maintenance services under other contracts with the County and, as such, is capable of carrying out the services as required under the Agreement.

NOW, THEREFORE, THE PARTIES AGREE AS FOLLOWS:

1. All rights, duties and obligations under Agreement shall be assigned and delegated by ATL to Philips, effective upon the date first written above ("effective date").
2. County consents retroactively to such assignment and delegation.
3. Any amounts due under Agreement No. H-210679 from County for contractor services which have not yet been paid shall be paid to Philips.
4. County, ATL, and Philips, by mutual subscription hereon, agree to this Approval of Delegation of Duties and Assignment
5. Except as provided in this Delegation and Assignment, all other terms and conditions of said Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Supervisors of the County of Los Angeles has caused this Agreement to be subscribed by its

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Director of Health Services, and ATL and PHILIPS have caused this Agreement to be subscribed in its behalf by its duly authorized officer, the day, month, and year first above written.

COUNTY OF LOS ANGELES

By \_\_\_\_\_  
Thomas L. Garthwaite, M.D.  
Director and Chief Medical Officer

ADVANCED TECHNOLOGY LABORATORIES, INC.  
Contractor-Assignor/Delegator

By \_\_\_\_\_

Title \_\_\_\_\_  
(AFFIX CORPORATE SEAL HERE)

APPROVED AS TO FORM:

LLOYD W. PELLMAN  
County Counsel

By \_\_\_\_\_  
Deputy

PHILIPS ULTRASOUND, INC.  
Contractor-Assignee/Delegatee

APPROVED AS TO CONTRACT  
ADMINISTRATION:  
Department of Health Services

By \_\_\_\_\_

Title \_\_\_\_\_  
(AFFIX CORPORATE SEAL HERE)

By \_\_\_\_\_  
Interim Chief  
Contracts Administration

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